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Proposed Attorneys for Chapter 11 Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited  
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,

Debtor and Debtor in Possession.

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:  
8:22-bk-10949-SC

Chapter 11 Cases

**STIPULATION BY AND BETWEEN  
THE DEBTORS AND WOODFOREST  
NATIONAL BANK REGARDING  
INSIDER COMPENSATION**

[No hearing required]

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

1 This Stipulation is entered into by and between TRX Holdco, LLC (“Hold Co”) and  
2 Fitness Anywhere LLC, dba TRX and TRX Training (“Product Co” and together with Hold Co  
3 and Product Co, the “Debtors”), the debtors and debtors-in-possession in the above-captioned,  
4 jointly-administered, Chapter 11 bankruptcy cases, on the one hand, and Woodforest National  
5 Bank (the “Bank” together with the Debtors, the “Parties”), on the other hand, with respect to the  
6 following:

7 A. The Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code on  
8 June 8, 2022 (the “Petition Date”).

9 B. On the Petition Date, pursuant to Local Bankruptcy Rule 2014-1(a) and the Office  
10 of the United State Trustee’s Guidelines and Requirements for Debtors in Possession, the  
11 Debtors submitted and served on the Bank, among others, the following Notices of Setting  
12 Insider Compensation (collectively, the “Insider Compensation Notices”) for the following  
13 insiders (the “Insiders”):

- 14 a. Notice of Setting Insider Compensation for Jurgen Pauquet in the Hold Co  
15 case.
- 16 b. Notice of Setting Insider Compensation for Christopher Fischer in the Hold  
17 Co case.
- 18 c. Notice of Setting Insider Compensation for Mark Reis in the Hold Co case.
- 19 d. Notice of Setting Insider Compensation for Nasario Mejia in the Hold Co  
20 case.
- 21 e. Notice of Setting Insider Compensation for Michael Zuercher, Law Office of  
22 Michael A. Zuercher, Inc., in the Hold Co case
- 23 f. Notice of Setting Insider Compensation for Randal Hetrick in the Product Co  
24 case
- 25 g. Notice of Setting Insider Compensation for TRX Holdco, LLC in the Product  
26 Co case.

27 C. The deadline for the Bank to object to the Insider Compensation Notices is June  
28 22, 2022 (the “Objection Deadline”).

1 D. Subsequent to the Debtors' submission and service of the Insider Compensation  
2 Notices, the Parties have had discussions about the Insider Compensation Notices. The  
3 foregoing discussions between the Parties resulted in this Stipulation.

4 NOW THEREFORE, THE DEBTORS AND THE BANK HEREBY STIPULATE AND  
5 AGREE AS FOLLOWS:

6 1. The Debtors shall pay the Insiders as requested in the Insider Compensation  
7 Notices for the period of June 8, 2022 (the Petition Date) through and including July 30, 2022.

8 2. The Objection Deadline for the Bank shall be extended to July 20, 2022 (the  
9 "Objection Deadline").

10 3. If no objection is filed by the Objection Deadline, the Debtors shall be authorized  
11 to continue paying the Insiders beyond July 30, 2022 in accordance with the Insider  
12 Compensation Notices.

13 4. If an objection is filed by the Objection Deadline, the Bank consents to the Court  
14 conducting a hearing on shortened time to consider the objection and any response filed by the  
15 Debtors.

16 5. Following the execution of this Stipulation, the Debtors will file this Stipulation  
17 and upload an order approving this Stipulation with the Court.

18  
19 *[Signature Pages Contained On The Following Page]*  
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1 Agreed:

2 Dated: June 21, 2022

TRX HOLDCO, LLC  
FITNESS ANYWHERE LLC

4 By: /s/ Lindsey L. Smith

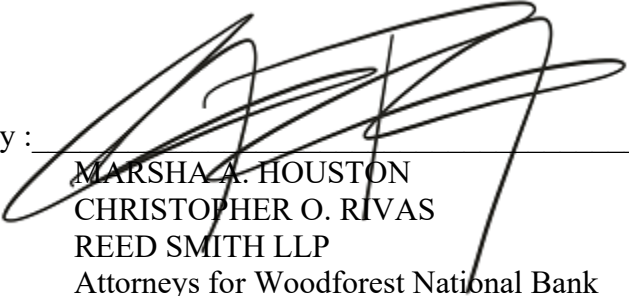
5 RON BENDER  
6 KRIKOR J. MESHEFEJIAN  
7 LINDSEY L. SMITH  
8 LEVENE, NEALE, BENDER,  
9 YOO & GOLUBCHIK L.L.P.  
Proposed Attorneys for Chapter 11 Debtors  
and Debtors in Possession

10 Agreed:

11 Dated: June 21, 2022

WOODFOREST NATIONAL BANK

14 By :

15   
16 MARSHA A. HOUSTON  
CHRISTOPHER O. RIVAS  
REED SMITH LLP  
Attorneys for Woodforest National Bank

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATION BY AND BETWEEN THE DEBTORS AND WOODFOREST NATIONAL BANK REGARDING INSIDER COMPENSATION** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) **June 21, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyg.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Michael I. Gottfried mgottfried@elkinskalt.com, cavila@elkinskalt.com
- Jonathan Gottlieb jd@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefejian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com, jgertz@btlaw.com; arego@btlaw.com; amattngly@btlaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

**2. SERVED BY UNITED STATES MAIL:** On (date) **June 21, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

None.

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) **June 21, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

None.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 21, 2022  
Date

Damon Woo  
Printed Name

/s/ Damon Woo  
Signature